Claims:

1 - 2 (Cancelled)

3. (Currently Amended) The compound according to claim ~~1~~43, wherein R^1 is selected from the group consisting of $-CO_2R^7$ and $-C(O)NR^7R^8$.

4-13 (Cancelled)

14. (Currently Amended) The compound according to claim ~~1~~43, wherein R^6 of Q^1 is selected from the group consisting of H, halo, alkyl, $-OR^7$, $-S(O)_fR^7$, $-SO_2NR^7R^8$, and $-NO_2$.

15-16. (Cancelled)

17. (Currently Amended) The compound according to claim ~~1~~43, wherein cc is 1.

18. (Cancelled)

19. (Currently Amended) The compound according to claim ~~1~~43, wherein R^5 is H, halo, alkyl or $-NR^7R^8$.

20. (Currently Amended) A compound selected from the group consisting of:

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)-benzyl]oxy}thiophene-2-carboxamide;

5-(5-(Methyloxy)-6-{[2-(4-methyl-1-piperazinyl)ethyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

3-[1-(2-Chlorophenyl)ethoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[1-(2-methylphenyl)ethoxy] thiophene-2-carboxamide;

5-(5-Amino-1*H*-benzimidazol-1-yl)-3-[1-(2-chlorophenyl)ethoxy]thiophene-2-carboxamide;

5-{6-[(4-Piperidinylmethyl)oxy]-1*H*-benzimidazol-1-yl}-3-({[2-(trifluoromethyl)phenyl]-methyl}oxy)-2-thiophenecarboxamide;

~~5-(6-(Methyloxy)-5-{[3-(2-oxo-1-pyrrolidinyl)propyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;~~

5-[6-{[3-(Dimethylamino)propyl]oxy}-5-(methyloxy)-1*H*-benzimidazol-1-yl]-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-(5-(Methyloxy)-6-{[2-(4-morpholinyl)ethyl]oxy}-1*H*-benzimidazol-1-yl)-3-({[2-(trifluoromethyl)phenyl]methyl}oxy)-2-thiophenecarboxamide;

5-[6-(2-Morpholin-4-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[6-(2-Pyrrolidin-1-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[5-Fluoro-6-(2-morpholin-4-ylethoxy)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-[6-(Methylsulfonyl)-1*H*-benzimidazol-1-yl]-3-{[2-(trifluoromethyl)benzyl]oxy}-thiophene-2-carboxamide;

3-[(3-Bromopyridin-4-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethoxy)benzyl] oxy} thiophene-2-carboxamide;

3-{[2-(Difluoromethoxy)benzyl]oxy}-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

3-[(2-Chloropyridin-3-yl)methoxy]-5-(5,6-dimethoxy-1H-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-fluoropyridin-3-yl)methoxy]thiophene-2-carboxamide;

3-[(2-Aminopyridin-4-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

~~3-[(6-Chloro-1,3-benzodioxol-5-yl)methoxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;~~

5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-nitrobenzyl)oxy]thiophene-2-carboxamide;

3-[(3-Aminobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

5-(6-Bromo-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]-oxy}thiophene-2-carboxamide;

~~3-[(2,6-Dichlorobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;~~

3-[(2-Bromobenzyl)oxy]-5-(5,6-dimethoxy-1*H*-benzimidazol-1-yl)thiophene-2-carboxamide;

~~5-(5,6-Dimethoxy-1*H*-benzimidazol-1-yl)-3-[(2-formylbenzyl)oxy]thiophene-2-carboxamide;~~

5-(1*H*-Benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

5-(1*H*-Benzimidazol-1-yl)-3-[(2-nitrobenzyl)oxy]thiophene-2-carboxamide;

5-(6-Methoxy-1*H*-benzimidazol-1-yl)-3-{[2-(trifluoromethyl)benzyl]oxy}thiophene-2-carboxamide;

and a pharmaceutically acceptable salt thereof.

21. (Currently Amended) A pharmaceutical composition comprising a compound according to claim ~~1~~43 and a pharmaceutically acceptable carrier, diluent or excipient.

22. (Cancelled)

23. (Original) The pharmaceutical composition according to claim 21 further comprising a chemotherapeutic agent.

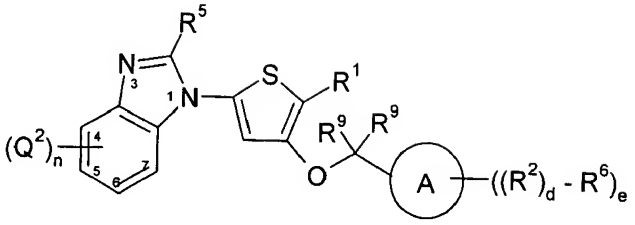
24. (Cancelled)

25 - 30 (Withdrawn)

31-42 (Cancelled)

43. (Previously Presented)

A compound of formula (Ib):



Ib

wherein:

R^1 is selected from the group consisting of $-C(O)R^7$, $-CO_2R^7$, and $-C(O)NR^7R^8$;

each R^9 is the same or different and is selected from H, halo and alkyl;

Ring A of formula (Ib) is phenyl or pyridyl;

d of formula (Ib) is 0 or 1;

R^2 of formula (Ib) is C_{1-3}alkylene;

e of formula (Ib) is 0 or 1;

R^6 of formula (Ib) is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$ and $-CN$;

n is 0, 1, or 2;

Q^2 is a group of formula: $-(R^2)_{aa}-(Y^2)_{bb}-(R^2)_{cc}-R^4$

wherein:

aa is 0;

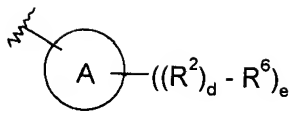
bb is 0 or 1

each Y^2 is the same or different and is independently $-O-$ or $-N(R^7)-$, wherein R^7 is H or alkyl;

cc is 0 or 1;

R^2 of $(R^2)_{cc}$ is alkylene or alkenylene; and

each R^4 is the same or different and is each independently selected from the group consisting of H, halo, alkyl, alkenyl, alkynyl, $-C(O)R^7$, $-C(O)NR^7R^8$, $-CO_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^7$, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, $-CN$, $-N_3$ and a group of formula (ii):



ii

wherein:

Ring A of R^4 is selected from the group consisting of C_{5-10}cycloalkyl, C_{5-10}cycloalkenyl, aryl, 5-10 membered heterocycle having 1, 2 or 3 heteroatoms selected from N, O and S and 5-10 membered heteroaryl having 1, 2 or 3 heteroatoms selected from N, O and S

d of R^4 is 0 or 1;

R^2 of R^4 is alkylene or alkenylene;

e of R^4 is 0, or 1; and

R^6 of R^4 is selected from H, halo, alkyl, alkenyl, alkynyl, cycloalkyl, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$ and $-CN$;

wherein when Q^2 is defined where bb is 1 and cc is 0, R^4 is not halo, $-C(O)R^7$, $-C(O)NR^7R^8$, $-CO_2R^7$, $-C(S)R^7$, $-C(S)NR^7R^8$, $-C(=NR^7)R^8$, $-C(=NR^7)NR^7R^8$, $-CR^7=N-OR^7$, $-OR^7$, $-S(O)_fR^7$, $-S(O)_2NR^7R^8$, $-NR^7R^8$, $-N(R^7)C(O)R^8$, $-N(R^7)S(O)_2R^8$, $-NO_2$, $-CN$ or $-N_3$;

R^5 is selected from the group consisting of H, halo, alkyl, cycloalkyl, OR^7, $-S(O)_fR^7$, $-NR^7R^8$, $-NHC(O)R^7$, $-NHC(O)NR^7R^8$ and $-NHS(O)_2R^7$;

f is 0, 1 or 2; and

each R^7 and each R^8 are the same or different and are each independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, cycloalkyl and cycloalkenyl; and

or a pharmaceutically acceptable salt thereof.

44. (Previously Presented) An R-isomer of a compound according to claim 43.

45-46. (Cancelled)